

MATERIAL CHANGE REPORT

1. Name and Address of Company:

Azarga Metals Corp. (“Azarga Metals” or the “Company”)
Unit 1 – 15782 Marine Drive
White Rock, British Columbia
V4B 1E6

PHONE: (604) 536-2711

2. Date of Material Change

February 15, 2023

3. Press Release

Issued February 16, 2023, distributed through Accesswire to the TSX Venture Exchange, being the only exchange upon which the shares of the Company are traded, and through various other approved public media.

4. Summary of Material Change(s):

Azarga Metals announced the sale of its wholly-owned subsidiary, Azarga Metals Limited, a BVI corporation pursuant to a share purchase agreement (the “SPA”) with a non-sanctioned third-party buyer (the “Buyer”). The Buyer has agreed to pay consideration of US\$1 for the project and US\$74,999 for the assignment and assumption of the intercompany debt, as well as contingent consideration equal to half of the net proceeds paid to the Buyer from any subsequent third-party sale made by the Buyer (the “Contingent Consideration”).

5. Full Description of Material Change

See the attached full version of the news release dated February 16, 2023 which is hereby incorporated by reference.

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officer

The following senior officer of the Company is knowledgeable about the material change and may be contacted by the Commission at the following address and telephone number:

Ben Meyer, Corporate Secretary
Unit 1- 15782 Marine Drive
White Rock, British Columbia
V4B 1E6
PHONE: (604) 536-2711

9. Date of Report

DATED at White Rock, British Columbia this 17th day of February 2023.

“Ben Meyer”

Ben Meyer, Corporate Secretary



FOR IMMEDIATE RELEASE

TSX-V: **AZR**

AZARGA METALS COMPLETES ITS EXIT FROM RUSSIA

FEBRUARY 16, 2023 – Vancouver, B.C. AZARGA METALS CORP. ("Azarga Metals" or the "Company") (TSX-V:AZR) is pleased to announce the sale of its wholly-owned subsidiary, Azarga Metals Limited, a BVI corporation pursuant to a share purchase agreement (the "**SPA**") with a non-sanctioned third-party buyer (the "**Buyer**"). The Buyer has agreed to pay consideration of US\$1 for the project and US\$74,999 for the assignment and assumption of the intercompany debt, as well as contingent consideration equal to half of the net proceeds paid to the Buyer from any subsequent third-party sale made by the Buyer (the "**Contingent Consideration**").

Gordon Tainton, President and CEO commented: "The Company is very pleased that it is now able to fully focus its resources on our 100% owned high-grade copper-rich VMS Marg project located in the Yukon, Canada (the "**Marg Project**"). We expect the results of our recently completed induced polarization survey at the Marg Project, which was completed by Abitibi Geophysics Ltd, to be released this quarter."

Pursuant to the option agreement announced on May 10, 2022, with Baker Steel Resources Trust Limited ("**BSRT**"), the Company and BSRT have now agreed that any Contingent Consideration paid to the Company will be split as follows: 90% to BSRT and 10% to the Company for any amount up to US\$3.5 million and 80% to BSRT and 20% to the Company for any amount above US\$3.5 million.

About Azarga Metals Corp.

Azarga Metals is a mineral exploration and development company that owns 100% of the high-grade copper-rich VMS Marg project located in the Mayo Mining District in Central Yukon, approximately 40 kilometres east of Keno City (which itself is approximately 465 kilometres by road north of Whitehorse).

AZARGA METALS CORP.

"Gordon Tainton"

Gordon Tainton,
President and Chief Executive Officer

For further information please contact Doris Meyer, at +1 604 536-2711 ext. 3, or Gordon Tainton, at + 1-604-248-8380 or visit www.azargametals.com or follow us on Twitter @AzargaMetals. The address of the head office of Azarga Metals is Unit 1 - 15782 Marine Drive, White Rock, BC V4B 1E6, British Columbia, Canada.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Cautionary Statement:

This news release contains forward looking statements within the meaning of applicable securities laws. The use of any of the words “aim”, “ambition”, “estimate”, “concluded”, “offers”, “objective”, “may”, “will”, “should”, “potential” and similar expressions are intended to identify forward looking statements. In particular, this news release contains forward looking statements including, but not limited to, the timing of results from the Company’s induced polarization program for the Marg Project, the Buyer agreeing to pay the Company US\$75,000 and the Contingent Consideration. Although the Company believes that the expectations and assumptions on which the forward looking statements are based are reasonable, undue reliance should not be placed on the forward looking statements because the Company cannot give any assurance that they will prove correct. Since forward looking statements address future events and conditions, they involve inherent assumptions, risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of assumptions, factors and risks. These assumptions and risks include, but are not limited to, assumptions and risks associated with the state of equity financing markets, the Buyer paying any or all of the US\$75,000 and future Contingent Consideration, if any, results of future exploration activities by the Company and the Company’s ability to complete future exploration activities. Management has provided the above summary of risks and assumptions related to forward looking statements in this news release in order to provide readers with a more comprehensive perspective on the Company’s future operations. The Company’s actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward looking statements will transpire or occur, or if any of them do so, what benefits the Company will derive from them. These forward looking statements are made as of the date of this news release, and, other than as required by applicable securities laws, the Company disclaims any intent or obligation to update publicly any forward looking statements, whether as a result of new information, future events or results or otherwise.